

Content of draft resolutions of the Extraordinary General Meeting of Zespół Elektrowni "Pałnów-Adamów-Konin" S.A. convened as at 7 November 2013

Resolution No 1 of the Extraordinary General Meeting of Zespół Elektrowni "Pałnów-Adamów-Konin" with its registered office in Konin of 7 November 2013

on: election of the Chairman of the Extraordinary General Meeting.

Extraordinary General Meeting of Zespół Elektrowni "Pałnów-Adamów-Konin" ("**the Company**"), acting on the basis of Article 409 § 1 of the Code of Commercial Companies and § 13 of the Company's Articles of Association adopts the following:

§ 1

The person elected Chairman of the Extraordinary General Meeting is Mister Jerzy Modrzejewski

§ 2

1. The resolution was adopted by secret ballot.
2. The resolution comes into force upon adoption.

The number of shares from which valid votes were cast is 27.436.060. The percentage of those shares in the share capital amounts to 53,98%. The total number of valid votes is 27.436.060, of which 27.436.060 votes were cast "for" and 0 votes were "against", and 0 "abstentions".

Resolution No 2 of the Extraordinary General Meeting of Zespół Elektrowni "Pałnów-Adamów-Konin" with its registered office in Konin of 7 November 2013

on: adoption of the agenda of the Extraordinary General Meeting.

Extraordinary General Meeting of Zespół Elektrowni "Pałnów-Adamów-Konin" ("**the Company**") adopts the following:

§ 1

The agenda of this Extraordinary General Meeting is adopted as follows:

1. Opening the Extraordinary General Meeting.
2. Election of Chairman of the Extraordinary General Meeting.
3. Statement about the correctness of convening the Extraordinary General Meeting and its capacity to adopt resolutions.
4. Adoption of the agenda.
5. Determination of a new number of members of the Supervisory Board of the Company for the VI term of office.
6. Changes in the Company's Supervisory Board.
7. Closing the session of the Extraordinary General Meeting.

§ 2

The resolution comes into force upon adoption.

The number of shares from which valid votes were cast is 27.436.060. The percentage of those shares in the share capital amounts to 53,98%. The total number of valid votes is 27.436.060, of which 27.436.060 votes were cast "for" and 0 votes were "against", and 0 "abstentions".

Resolution No 3 of the Extraordinary General Meeting of Zespół Elektrowni "Pałnów-Adamów-Konin" with its registered office in Konin of 7 November 2013

on: determination of a new number of members of the Supervisory Board of the Company for the VI term of office.

§ 1

Extraordinary General Meeting of Zespół Elektrowni "Pałnów-Adamów-Konin" (**"the Company"**) determines that the Supervisory Board of the Company for the VI term of office will consist of 8 (eight) members."

§ 2

The resolution comes into force upon adoption.

The number of shares from which valid votes were cast is 27.436.060. The percentage of those shares in the share capital amounts to 53,98%. The total number of valid votes is 27.436.060, of which 27.436.060 votes were cast "for" and 0 votes were "against", and 0 "abstentions".

Resolution No 4 of the Extraordinary General Meeting of Zespół Elektrowni "Pałnów-Adamów-Konin" with its registered office in Konin of 7 November 2013

on: changes in the Company's Supervisory Board.

Extraordinary General Meeting of Zespół Elektrowni "Pałnów-Adamów-Konin" (**"the Company"**), acting on the basis of Article 385 § 1 of the Code of Commercial Companies and § 14, passage 1, item 7 of the Company's Articles of Association adopts the following:

§ 1

The Extraordinary General Meeting appoints to the composition of the Supervisory Board Mr. Lesław Podkański.

§ 2

1. The resolution was adopted by secret ballot.
2. The resolution comes into force upon adoption.

The number of shares from which valid votes were cast is 27.436.060. The percentage of those shares in the share capital amounts to 53,98%. The total number of valid votes is 27.436.060, of which 26.395.008 votes were cast "for" and 1.021.784 votes were "against", and 19.268 "abstentions".